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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - -	x	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.,	:	Case No. 08-35653 (KRH)
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	x	

**ORDER UNDER BANKRUPTCY CODE SECTIONS 105 AND 363(b)
APPROVING TERMINATION OF CERTAIN EMPLOYEE BENEFIT
PROGRAMS AND AMENDMENT OF 401(K) PLAN**

Upon the motion (the "Motion")¹ of the Debtors
for entry of an order, under Bankruptcy Code sections

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

105 and 363(b), authorizing the termination of the Benefit Programs and the amendment of the 401(k) Plan; and this Court having fully considered the record before it; and it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:²

A. The court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334, and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

B. Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. The statutory and legal predicates for the relief requested in the Motion are Bankruptcy Code sections 105 and 363.

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

D. Good and sufficient notice of the relief granted by this Order has been given and no further notice is required. A reasonable opportunity to object or be heard regarding the relief granted by this Order has been afforded to those parties that requested notice pursuant to Bankruptcy Rule 2002 and the Core Group (as defined in the Case Management Order).

E. The Debtors have demonstrated compelling and sound business justifications for terminating of the Benefit Programs and the amending of the 401(k) Plan.

F. Termination of the Benefit Programs and amendment of the 401(k) Plan are in the best interests of the Debtors, their estates and creditors.

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.
2. Pursuant to Bankruptcy Code sections 105 and 363, the Debtors are authorized to terminate the Benefit Programs, effective as of April 2, 2010.
3. Pursuant to Bankruptcy Code sections 105 and 363, the Debtors are authorized to amend the 401(k) Plan, effective for the years beginning on or after

December 31, 2009, to enable forfeited amounts to be used to pay the expenses of the 401(k) Plan.

4. The Debtors are authorized to take all actions necessary or appropriate to terminate the Benefit Programs, amend the 401(k) Plan, implement the Resolutions and carry out the provisions of this Order.

5. This Order shall be effective immediately upon entry, and any stay of orders provided for in Bankruptcy Rule 6004(h) and any other provision of the Bankruptcy Code or Bankruptcy Rules is expressly lifted.

6. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

7. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
_____, 2010

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I
hereby certify that the foregoing proposed order has
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley